

EXHIBIT B

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	:
	: Chapter 11
LEHMAN BROTHERS HOLDINGS INC.,	:
<i>et al.</i> ,	: Case No. 08-13555 (JMP)
	:
Debtors.	: (Jointly Administered)
	:

**DECLARATION OF JAMES P. WALLIN
IN SUPPORT OF RESPONSE OF ALLIANCEBERNSTEIN L.P. TO
DEBTORS' ONE HUNDRED FORTY-THIRD OMNIBUS OBJECTION TO CLAIMS
(LATE-FILED CLAIMS) [Docket No. 16856]**

I, James P. Wallin, hereby declare under penalty of perjury:

1. I submit this declaration in support of the Response (the "Response") of AllianceBernstein L.P. ("AllianceBernstein") to the Debtors' One Hundred Forty-Third Omnibus Objection to Claims (Late-Filed Claims) [Docket No. 16856] (the "Claim Objection").

2. I am employed by AllianceBernstein as a Senior Vice President. One of my duties is management of the rights and duties of AllianceBernstein with respect to the Independent Funds set forth below,¹ including with respect to any claims that the Funds might

¹ The proofs of claim addressed by the Response and this Declaration were filed by AllianceBernstein in the name of and on behalf of the following creditors: ACM Global Credit – U.S. Sub-Fund (Claim Nos. 43951, 43952); AllianceBernstein Alternative Investments (Master) – Fixed Income High Alpha Portfolio (Claim Nos. 43949, 43950); AllianceBernstein Bond Fund, Inc. – AllianceBernstein Intermediate Bond Portfolio (Claim Nos. 43944, 43945); AllianceBernstein Pooling Portfolios – AllianceBernstein Intermediate Duration Bond Portfolio (Claim Nos. 43942, 43943); AllianceBernstein Variable Products Series Fund Inc. – AllianceBernstein Intermediate Bond Portfolio (Claim Nos. 43938, 43939); AllianceBernstein Collective Investment Trust Series – US Strategic Core-Plus Fixed Income Collective Trust (Claim Nos. 43935, 43936); AllianceBernstein Collective Investment Trust Series – AllianceBernstein US Core Fixed Income Collective Trust (Claim Nos. 43937, 43946); Sanford C. Bernstein Fund II, Inc. – Bernstein Intermediate Duration Institutional Portfolio (Claim Nos. 43947, 43948); and Sanford C. Bernstein Fund, Inc. – Intermediate Duration Portfolio (Claim Nos. 43940, 43941) (collectively, the "Independent Funds" or the "Funds," and such claims the "Rule 3005 Claims").

have against Lehman Brothers Special Financing Inc. (“LBSF”) pursuant to ISDA swap agreements (the “Swap Agreements”) and against Lehman Brothers Holdings Inc. (“LBHI”) pursuant to its guaranties of LBSF’s obligations under the Swap Agreements (the “Guaranties”).

3. I am familiar with the Rule 3005 Claims which are the subject of the Response. The facts set forth herein are based on my personal knowledge or on my review of AllianceBernstein’s files and records concerning the Independent Funds and the Rule 3005 Claims, and if called as a witness I could and would be competent to testify to those facts. I am generally familiar with the manner and procedures by which such files and records are prepared and maintained and am able to certify the authenticity thereof. The files and records are received and/or are prepared by agents or employees of AllianceBernstein in the performance of their regular business duties. The files and records are made either by persons with knowledge of the matters they record or from information supplied by persons with such knowledge. It is AllianceBernstein’s regular business practice to maintain such files and records in the course of its regularly conducted business activity.

4. Each of the Independent Funds is the following type of entity and was organized in the following jurisdictions, and is subject to the following regulatory and fiduciary regimes:

<u>Name of Independent Fund</u>	<u>Type of Entity</u>	<u>Jurisdiction of Organization</u>	<u>Regulatory & Fiduciary Regime</u>
ACM Global Credit – U.S. Sub-Fund	Cayman Islands Exempted Company	Cayman Islands	Cayman Islands law on fiduciary duties
AllianceBernstein Alternative Investments (Master) – Fixed Income High Alpha Portfolio	Fonds Commun de Placement (FCP) [specialized investment fund (SIF) / hedge fund]	Luxembourg	Luxembourg law on fiduciary duties
AllianceBernstein Bond Fund, Inc. – AllianceBernstein Intermediate Bond Portfolio	Corporation [mutual fund]	Maryland	Investment Company Act of 1940 – for mutual funds relying on “exemptive rules”
AllianceBernstein Pooling Portfolios – AllianceBernstein Intermediate Duration Bond Portfolio	Business Trust [mutual fund]	Massachusetts	Investment Company Act of 1940 – for mutual funds relying on “exemptive rules”
AllianceBernstein Variable Products Series Fund Inc. – AllianceBernstein Intermediate Bond Portfolio	Corporation [mutual fund]	Maryland	Investment Company Act of 1940 – for mutual funds relying on “exemptive rules”
AllianceBernstein Collective Investment Trust Series – US Strategic Core-Plus Fixed Income Collective Trust	Trust [Section 3(c)(11) collective trust fund – for participating employee benefit trusts]	Massachusetts	ERISA; Comptroller of the Currency – Regulation 9; Investment Company Act of 1940 – Section 3(c)(11)
AllianceBernstein Collective Investment Trust Series – AllianceBernstein US Core Fixed Income Collective Trust	Trust [Section 3(c)(11) collective trust fund – for participating employee benefit trusts]	Massachusetts	ERISA; Comptroller of the Currency – Regulation 9; Investment Company Act of 1940 – Section 3(c)(11)
Sanford C. Bernstein Fund II, Inc. – Bernstein Intermediate Duration Institutional Portfolio	Corporation [mutual fund]	Maryland	Investment Company Act of 1940 – for mutual funds relying on “exemptive rules”
Sanford C. Bernstein Fund, Inc. – Intermediate Duration Portfolio	Corporation [mutual fund]	Maryland	Investment Company Act of 1940 – for mutual funds relying on “exemptive rules”

5. For each of the five Independent Funds indicated above as relying on the “exemptive rules” under the Investment Company Act of 1940, a majority of the directors or trustees are independent and have independent counsel.

6. For each of the two Independent Funds indicated above as a “Section 3(c)(11) collective trust fund,” the participating investors are employee benefit trusts and the trustee is AllianceBernstein Trust Company, LLC, which is subject to the fiduciary requirements of ERISA, Regulation 9 of the Comptroller of the Currency (12 C.F.R. Part 9 – Fiduciary Activities of National Banks), and Massachusetts fiduciary law.

7. For the Luxembourg entity indicated above, the participating investors are all foreign (non-U.S.) residents and the management company is AllianceBernstein (Luxembourg) S.A., which is subject to Luxembourg fiduciary law.

8. For the Cayman Islands entity indicated above, the sole investor is ACM Global Credit Fund, an exempted company organized in the Cayman Islands, whose sole investor in turn is ACM Global Credit Trust, an exempted trust organized in the Cayman Islands. The trustee of such trust is State Street Cayman Trust Company, Ltd., a company organized in the Cayman Islands which is independent from AllianceBernstein. The directors and trustees of such Cayman entities are subject to Cayman Islands fiduciary law.

9. All of the Independent Funds are subject to AllianceBernstein’s error correction policy, set forth in its Statement of Policy Concerning Error Resolution, Escalation and Reporting, dated January 2009 (the “Error Correction Policy”). The Error Correction Policy states, in part:

I. Purpose

AllianceBernstein L.P. (“AB,” “we” or “us”) is a registered investment adviser who acts as investment manager or adviser to investment companies and other clients. In this capacity, we serve as a fiduciary and owe our clients various duties under applicable laws and regulations including exercising skill, care and prudence in performing the services we have undertaken to perform for each client. In performing these services, errors may occur. This policy describes the reporting, escalation and error resolution policies

designed to ensure that we meet the obligations we have to our clients. Failure to follow this policy or the principles noted below could lead to regulatory violations, unnecessary financial liabilities and the loss of our clients' trust and confidence.

II. Policy Statement

AB seeks to operate, manage and administer client accounts in a manner consistent with its fiduciary responsibilities to clients and applicable regulatory requirements. To that end, we endeavor to reasonably foresee and reduce the risk of errors. When we discover we have made a mistake in performing any of our responsibilities, it is our policy to correct the error in a fair and timely manner and in such a way that the client will not suffer any loss, including any identifiable opportunity cost and any associated expenses such as commission or interest. In other words, we must act promptly to put the client in the position they would have been in had we not made the error.

10. AllianceBernstein is a publicly traded company and files publicly available reports pursuant to the Securities Exchange Act of 1934 ("SEC Reports").

11. AllianceBernstein's books and records reflect its potential liability to the Independent Funds from their failure to timely file their claims against LBSF and LBHI by the general claims bar date in these cases of September 22, 2009. Such potential liability is included in the SEC Reports filed by AllianceBernstein.

12. I declare under penalty of perjury that the foregoing is true and correct.

Executed on June 15, 2011

ALLIANCEBERNSTEIN L.P.

By: /s/ James P. Wallin
James P. Wallin
Senior Vice President